

DELEGATED APPROVAL FORM
DIRECTOR, REAL ESTATE SERVICES
MANAGER, REAL ESTATE SERVICES

TRACKING NO.: 2022-289

Approved pursuant to the Delegated Authority contained in Article 2 of City of Toronto Municipal Code Chapter 213, Real Property

Prepared By:	Elliott Baron	Division:	Corporate Real Estate Management
Date Prepared:	November 29, 2022	Phone No.:	416-338-3207
Purpose	To obtain authority for the City of Toronto (the "City") to: (1) consent to the assignment from 2470347 Ontario Inc. (the "Owner") to each of Kingsett Mortgage Corporation and Westmount Guarantee Services Inc., respectively (individually referred to herein as a "Lender", and collectively the "Lenders") of a land exchange agreement entered into by the City and the Owner on July 15, 2019 (the "LEA"); and (2) enter into a mortgagee assumption agreement with each Lender.		
Property	Galleria Mall development site, 1245 Dupont Street, Toronto ON M6H 2A6, as shown on the location map attached hereto as Appendix "A".		
Actions	<ol style="list-style-type: none"> Authority be granted to consent to the assignment of the LEA from the Owner to the Lenders substantially on the major terms and conditions set out below, and including such other or amended terms as deemed appropriate by the approving authority herein, and in a form satisfactory to the City Solicitor. Authority be granted for the City to enter into a mortgagee assumption agreement with each Lender substantially on the major terms and conditions set out below, and including such other or amended terms as deemed appropriate by the approving authority herein, and in a form satisfactory to the City Solicitor. 		
Financial Impact	<p>There is no financial impact resulting from the approval of this DAF.</p> <p>The Chief Financial Officer and Treasurer has reviewed this DAF and agrees with the financial implications as identified in the Financial Impact section.</p>		
Comments	<p>By Item GM28.28 adopted by City Council on June 26, 27, 28 and 29, 2018, the City entered into the LEA with the Owner to facilitate the new street and block configuration associated with the redevelopment of the former Galleria Mall site, and to facilitate the acquisition by the City of a community centre on the exchanged lands. By Item MM23.21 adopted by City Council on July 28, 29 and 30, 2020 (the "CPA Authority"), the City entered into a Construction Project Agreement (the "CPA") to facilitate construction of the foregoing redevelopment. The CPA Authority authorizes Staff to provide the City's consent to enter into the mortgage assumption agreement as it relates to the CPA; this DAF therefore relates only to the LEA.</p> <p>In connection with its refinancing of the site, and the financing of the redevelopment project of the Galleria Mall site, the Owner has requested the City's consent to assignment of the LEA to each of the Lenders. The Lenders require an assignment of all material project agreements including, inter alia, the LEA, as part of their respective security packages with the Owner and before advancing any funds. Section 9.1 of the LEA requires that the Owner obtain the prior consent of the City before making any assignment of the LEA, which may be unreasonably or arbitrarily withheld.</p>		
Terms	<p>a) Consent to Assignment of Land Exchange Agreement – Major Terms and Conditions</p> <ul style="list-style-type: none"> - City provides its consent to the assignment by the Owner to the Lenders of the LEA and the CPA provided that the Owner also assigns the Section 37 Agreement to the Lender - the consent does not waive the requirement to obtain any further consent as required under the LEA or the CPA <p>b) Mortgagee Assumption Agreement – Major Terms and Conditions</p> <ul style="list-style-type: none"> - where Lender owns any interest in the lands of the developer, the Lender shall have the rights of the Owner under the various agreements between the City and the Owner - if the Lender sells the lands and where the City consent to such a sale, the purchaser shall be required to assume various agreements between the City and the Owner - the Lender and the City shall each provide the other with any notice of default received by each party - the Lender shall have any applicable cure period as set out any agreement plus an additional five (5) days for monetary defaults and thirty (30) days for non-monetary defaults to account for any additional time needed to provide notice - the Lender may exercise its lawful remedies with notice to the City for the charge, and without Notice to the City for any rights it has outside the charge - the Lender shall not convey or assign the charge without the prior consent of the City unless that party first enters into a mortgagee assignee assumption agreement 		
Property Details	Ward:	Ward 9 - Davenport	
	Assessment Roll No.:	1904-03-1-490-03600	
	Approximate Size:	N/A	
	Approximate Area:	N/A	
	Other Information:	N/A	

A.	Manager, Real Estate Services has approval authority for:	Director, Real Estate Services has approval authority for:
<p>1. Acquisitions:</p> <p>2A. Expropriations Where City is Expropriating Authority:</p> <p>2B. Expropriations For Transit-Related Purposes Where City is Property Owner or Has Interest in Property Being Expropriated:</p> <p>3. Issuance of RFPs/REOIs:</p> <p>4. Permanent Highway Closures:</p> <p>5. Transfer of Operational Management to Divisions, Agencies and Corporations:</p> <p>6. Limiting Distance Agreements:</p> <p>7. Disposals (including Leases of 21 years or more):</p> <p>8. Exchange of land in Green Space System & Parks & Open Space Areas of Official Plan:</p> <p>9. Leases/Licences (City as Landlord/Licensor):</p> <p>10. Leases/Licences (City as Tenant/Licensee):</p> <p>11. Easements (City as Grantor):</p> <p>12. Easements (City as Grantee):</p> <p>13. Revisions to Council Decisions in Real Estate Matters:</p> <p>14. Miscellaneous:</p>	<p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p><input type="checkbox"/> Statutory offers, agreements and settlements where total compensation does not cumulatively exceed \$50,000.</p> <p><input type="checkbox"/> (a) Acceptance of statutory offers, agreements and settlements where total compensation does not cumulatively exceed \$50,000.</p> <p><input type="checkbox"/> (b) Request Hearings of Necessity.</p> <p><input type="checkbox"/> (c) Waive Hearings of Necessity.</p> <p>Delegated to more senior positions.</p> <p>Delegated to more senior positions.</p> <p>Delegated to more senior positions.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p>Delegated to more senior positions.</p> <p><input type="checkbox"/> (a) Where total compensation (including options/ renewals) does not exceed \$50,000.</p> <p><input type="checkbox"/> (b) Where compensation is less than market value, for periods not exceeding three (3) months, including licences for environmental assessments and/or testing, etc.</p> <p>Leases pursuant to the Community Space Tenancy Policy delegated to a more senior position.</p> <p><input type="checkbox"/> Where total compensation (including options/ renewals) does not exceed \$50,000.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p>Delegated to more senior positions.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p>Delegated to more senior positions.</p> <p>Delegated to more senior positions.</p>	<p><input type="checkbox"/> Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> Statutory offers, agreements and settlements where total compensation does not cumulatively exceed \$1 Million.</p> <p><input type="checkbox"/> (a) Acceptance of statutory offers, agreements and settlements where total compensation does not cumulatively exceed \$1 Million.</p> <p><input type="checkbox"/> (b) Request Hearings of Necessity.</p> <p><input type="checkbox"/> (c) Waive Hearings of Necessity.</p> <p><input type="checkbox"/> Issuance of RFPs/REOIs.</p> <p><input type="checkbox"/> Initiate process & authorize GM, Transportation Services to give notice of proposed by-law.</p> <p>Delegated to more senior positions.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> Exchange of land in Green Space System and Parks and Open Space Areas of Official Plan.</p> <p><input type="checkbox"/> (a) Where total compensation (including options/ renewals) does not exceed \$1 Million.</p> <p><input type="checkbox"/> (b) Where compensation is less than market value, for periods not exceeding six (6) months, including licences for environmental assessments and/or testing, etc.</p> <p>Leases pursuant to the Community Space Tenancy Policy delegated to a more senior position.</p> <p><input type="checkbox"/> Where total compensation (including options/ renewals) does not exceed \$1 Million.</p> <p><input type="checkbox"/> (a) Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> (b) When closing roads, easements to pre-existing utilities for nominal consideration.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> Amendment must not be materially inconsistent with original decision (and subject to General Condition (U)).</p> <p><input type="checkbox"/> (a) Approvals, Consents, Notices and Assignments under all Leases/Licences</p> <p><input type="checkbox"/> (b) Releases/Discharges</p> <p><input type="checkbox"/> (c) Surrenders/Abandonments</p> <p><input type="checkbox"/> (d) Enforcements/Terminations</p> <p><input type="checkbox"/> (e) Consents/Non-Disturbance Agreements/ Acknowledgements/Estoppel Certificates</p> <p><input type="checkbox"/> (f) Objections/Waivers/Cautions</p> <p><input type="checkbox"/> (g) Notices of Lease and Sublease</p> <p><input type="checkbox"/> (h) Consent to regulatory applications by City, as owner</p> <p><input checked="" type="checkbox"/> (i) Consent to assignment of Agreement of Purchase/Sale; Direction re Title</p> <p><input type="checkbox"/> (j) Documentation relating to Land Titles applications</p> <p><input type="checkbox"/> (k) Correcting/Quit Claim Transfer/Deeds</p>

B. Director, Real Estate Services and Manager, Real Estate Services each has signing authority on behalf of the City for:

- Documents required to implement matters for which each position also has delegated approval authority.
- Expropriation Applications and Notices following Council approval of expropriation (Managers whose position includes responsibility for implementing Council-approved expropriations are the only Managers with such signing authority).

Director, Real Estate Services also has signing authority on behalf of the City for:

- Agreements of Purchase and Sale and all implementing documentation for purchases, sales and land exchanges not delegated to staff for approval.
- Community Space Tenancy Leases approved by delegated authority by the Deputy City Manager, Corporate Services and any related documents.

Pre-Condition to Approval

Complies with General Conditions in Appendix B of City of Toronto Municipal Code Chapter 213, Real Property

Consultation with Councillor(s)

Councillor:	Councillor Bravo	Councillor:		
Contact Name:		Contact Name:		
Contacted by:	Phone	E-Mail	Memo	Other
Comments:	Has been notified (November 29, 2022)			Comments:

Consultation with Divisions and/or Agencies

Division:		Division:	Financial Planning
Contact Name:		Contact Name:	Filisha Jenkins
Comments:		Comments:	Comments incorporated (November 29, 2022)

Legal Services Division Contact

Contact Name: Rebecca Hartley (November 28, 2022)

DAF Tracking No.: 2022-289	Date	Signature
<input checked="" type="checkbox"/> Recommended by: Manager, Real Estate Services Leila Valenzuela	Nov. 29, 2022	Signed by Leila Valenzuela
<input type="checkbox"/> Approved by:		
<input checked="" type="checkbox"/> Approved by: Director, Real Estate Services Alison Folosea	Nov. 29, 2022	Signed by Alison Folosea

